

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM392974

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/22/1977

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tender Corporation		02/04/1977	Corporation: NEW HAMPSHIRE

RECEIVING PARTY DATA

Name:	Tender Corporation
Street Address:	944 Industrial Park Road
City:	Littleton
State/Country:	NEW HAMPSHIRE
Postal Code:	03561
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1335075	AFTER BITE

CORRESPONDENCE DATA

Fax Number: 6036255650

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 6036281311

Email: mark.wright@mclane.com

Correspondent Name: Mark A. Wright

Address Line 1: PO Box 326

Address Line 2: 900 Elm Street

Address Line 4: Manchester, NEW HAMPSHIRE 03105

NAME OF SUBMITTER:	Mark A. Wright
SIGNATURE:	/Mark A. Wright/
DATE SIGNED:	07/28/2016

Total Attachments: 17

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AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated the 8th day of February, 1977, between TENDER CORPORATION, a New Hampshire corporation, herein sometimes called "Tender New Hampshire", and TENDER CORPORATION, a Delaware corporation, herein sometimes called "Tender Delaware", the two corporations being hereinafter sometimes called the Constituent Corporations.

WHEREAS, the shareholders of each of the Constituent Corporations deem it advisable and generally to the welfare of the Constituent Corporations that Tender New Hampshire be merged with and into Tender Delaware under the terms and conditions hereinafter set forth, such merger to be effected pursuant to the statutes of the State of New Hampshire and the statutes of the State of Delaware, and

WHEREAS, Tender New Hampshire has an authorized capital stock consisting of 1,500 shares of Common Stock with a par value of \$10 per share, of which 625 shares are now issued and outstanding, and Tender Delaware has an authorized capital stock consisting of 5,000 shares of Common Stock with a par value of \$1 per share, of which 10 shares are now issued and outstanding,

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants, and provisions hereinafter set forth, the parties hereto agree that Tender New Hampshire shall be merged with and into Tender Delaware and hereby agree upon and prescribe the terms and conditions of such merger and the manner of carrying the same into effect, as follows:

1. Surviving Corporation. Tender New Hampshire is hereby merged with and into Tender Delaware, Tender Delaware hereby merges with and into itself Tender New Hampshire, and Tender Delaware shall be the surviving corporation, a single corporation organized under the laws of Delaware, herein called the Surviving Corporation. The separate existence of Tender New Hampshire shall cease at the effective date of the merger, except insofar as it may be continued by law or in order to carry out the purposes of this Agreement of Merger and except as continued in the Surviving Corporation.

2. Certificate of Incorporation of Surviving Corporation. The facts required to be set forth in the Certificate of Incorporation of a corporation organized under the laws of Delaware and that can be stated in the case of a merger are set forth in the Certificate of Incorporation of Tender Delaware, a copy of which is annexed as Exhibit 1 hereto and incorporated herein by reference. The Certificate of Incorporation of Tender Delaware set forth in Exhibit 1 shall be the Certificate of Incorporation of the Surviving Corporation until the same shall be altered or repealed as provided herein.

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3. By-Laws. The By-Laws of Tender Delaware at the effective date of the merger, which By-Laws have been duly adopted in accordance with law, shall be the By-Laws of the Surviving Corporation until altered or repealed as provided therein.

4. Board of Directors and Officers. The names of the first directors of the Surviving Corporation following the effective date of the merger, who shall be five in number and who shall hold office from the effective date of the merger until the first annual meeting of the shareholders of the Surviving Corporation in 1978 or until their successors shall be duly elected and qualified, are as follows:

<u>Names</u>	<u>Address</u>
Kenneth M. Grout	P. O. Box 190, Littleton, N.H. 03561
Merle F. Grout	P. O. Box 190, Littleton, N.H. 03561
Richard M. Grout	P. O. Box 190, Littleton, N.H. 03561
Edward H. Grout	Washington Street, Littleton, N.H. 03561
Sharon G. Bush	10423 Caminito Banyon, San Diego, CA 92131

The names of the first officers of the Surviving Corporation following the effective date of the merger, who shall hold office from the effective date of the merger until their successors shall be appointed and shall qualify or until they shall resign or be removed from office, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Kenneth M. Grout	President -	P. O. Box 190, Littleton, N.H. 03561
Merle F. Grout	Vice President-	P. O. Box 190, Littleton, N.H. 03561
Kenneth M. Grout	Treasurer -	P. O. Box 190, Littleton, N.H. 03561
Richard J. Testa	Secretary -	6 Longfellow Rd. Wayland, MA 01778
Edwin L. Miller, Jr.	Assistant Secretary-	10 Williams St. Apt. #82 Watertown, MA 02172

If, upon the effective date of the merger, a vacancy shall exist in the Board of Directors or in any of the offices of the Surviving Corporation as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the By-Laws of the Surviving Corporation.

5. Manner of Conversion. At the effective date of the merger, and without any action on the part of any holder thereof,

A. each full share of Common Stock of Tender New Hampshire shall be converted into and become one full share of Common Stock of the Surviving Corporation and the total number of issued shares of the Surviving Corporation after this Agreement of Merger is filed is 625 shares of Common Stock; and

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B. the initially issued 10 shares of Common Stock of Tender Delaware then outstanding shall be cancelled and extinguished and all rights with respect thereto shall cease and determine, and the Surviving Corporation shall pay the holder of such initially issued 10 shares of Tender Delaware the sum of \$10 against surrender of the certificate therefor. Upon approval of the Agreement of Merger by the requisite vote of the shareholders of the Constituent Corporations, the stock transfer books of Tender New Hampshire will be closed so as to fix the shareholders entitled to participate in the merger.

6. Rights of Shareholders. After the effective date of the merger, each holder of a certificate or certificates which theretofore represented shares of Common Stock of Tender New Hampshire shall cease to have any rights as a shareholder of Tender New Hampshire except such as are expressly reserved to such shareholders by statute, and each outstanding certificate which theretofore represented shares of Common Stock of Tender New Hampshire shall for all purposes represent the number of shares of Common Stock of the Surviving Corporation determined pursuant to Section 5 above.

7. Rights and Liabilities of Surviving Corporation. At and after the effective date of the merger, the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of each of the Constituent Corporations; all debts due to either of the Constituent Corporations on whatever account shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers, and franchises and every other interest of either of the Constituent Corporations shall be as effectively the property of the Surviving Corporation as they were of the respective Constituent Corporations; the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the merger; all debts, liabilities, and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and directors of each of the Constituent Corporations against all such debts, liabilities, and duties and against all claims and demands arising out of the merger.

8. Further Assurances of Title. As and when requested by the Surviving Corporation or by its successors or assigns, Tender New Hampshire will execute and deliver or cause to be executed and delivered all such deeds and instruments and will take or cause to be taken all such further action as the Surviving

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Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of either of the Constituent Corporations acquired by the Surviving Corporation by reason or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the officers and directors of Tender New Hampshire and the officers and directors of the Surviving Corporation are fully authorized in the name of Tender New Hampshire or otherwise to take any and all such action.

9. Effective Date of Merger. This Agreement of Merger has been submitted to the shareholders of each of the Constituent Corporations as provided by law. The merger shall take effect upon the filing of this Agreement under New Hampshire and Delaware law.

10. Name. Upon the effective date of the merger the name of the Surviving Corporation shall be TENDER CORPORATION.

11. Abandonment. This Agreement of Merger may be terminated or abandoned (a) by either Constituent Corporation, acting by its Board of Directors, at any time prior to its adoption by the shareholders of both of the Constituent Corporations as provided by law, or (b) by the mutual consent of the Constituent Corporations, acting each by its Board of Directors, at any time after such adoption by such shareholders and prior to the effective time of the merger. In the event of such termination or abandonment this Agreement of Merger shall become wholly void and of no effect and there shall be no further liability or obligation hereunder on the part of either of the Constituent Corporations or of its Board of Directors or shareholders.

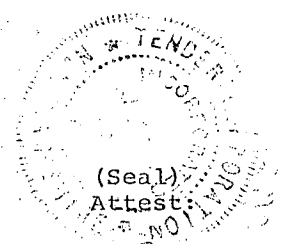
12. Plan of Reorganization. This Agreement of Merger constitutes a Plan of Reorganization to be carried out in the manner, on the terms, and subject to the conditions herein set forth.

13. Principal Place of Business in New Hampshire. The location of the principal place of business in New Hampshire of the Surviving Corporation is and shall be in the city of Littleton, County of Grafton, State of New Hampshire.

IN WITNESS WHEREOF each of the Constituent Corporations, pursuant to authority duly granted by its shareholders, has caused this Agreement of Merger to be executed by its President and its corporate seal to be hereunto affixed.

TENDER CORPORATION
(A New Hampshire corporation)

By Kenneth M. Grout
Kenneth M. Grout, President

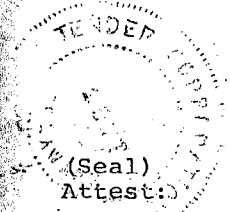


Merle F. Grout
Merle F. Grout, Secretary
and Clerk

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TENDER CORPORATION
(A Delaware corporation)

By *Richard J. Testa*
Richard J. Testa, President



Edwin L. Miller, Jr.
Edwin L. Miller, Jr., Secretary

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EXHIBIT 1

CERTIFICATE OF INCORPORATION

OF

TENDER CORPORATION

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FIRST. The name of the corporation is TENDER CORPORATION.

SECOND. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is Five Thousand (5,000) and the par value of each of such shares is One Dollar (\$1), amounting in the aggregate to Five Thousand Dollars (\$5,000).

FIFTH. The name and mailing address of the sole incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Edwin L. Miller, Jr.	Testa, Hurwitz & Thibeault 100 Federal Street Boston, Massachusetts 02110

SIXTH. The corporation is to have perpetual existence.

SEVENTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member. Any such committee to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize

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the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the certificate of incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the stockholders a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation; and, unless the resolution or by-laws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

When and as authorized by the stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

EIGHTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, in the application in a summary way of this corporation or of any creditor or stockholder thereof or

on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH. Meetings of stockholders may be held at such place, either within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

TENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon a stockholder herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 4th day of February, 1977.

Edwin L. Miller, Jr.
Edwin L. Miller, Jr.

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WE, THE UNDERSIGNED; being the Treasurer and a majority of the Board of Directors of TENDER CORPORATION, a New Hampshire corporation with its principal place of business in Littleton, County of Grafton and State of New Hampshire, do hereby certify that at a meeting of the stockholders duly called for the purpose, held on February 8, 1977, in Littleton, New Hampshire, the following vote was adopted by a vote of at least two-thirds of the holders of each class of stock entitled to vote on the subject, namely:

VOTED that this corporation merge with and into TENDER CORPORATION, a corporation duly organized and existing under the laws of the State of Delaware in accordance with the provisions of Chapter 294, Section 42, of the New Hampshire Revised Statutes Annotated and enter into an agreement of merger upon such terms and conditions all as provided in said agreement, a copy of which is attached hereto and made a part of the records of this meeting; and

FURTHER VOTED that the President of this corporation be and he hereby is authorized and directed on behalf of this corporation to make, execute, and deliver said agreement of merger and that the treasurer and a majority of the board of directors of the corporation be and they hereby are authorized and directed on behalf of said corporation to cause the agreement of merger to be submitted for the approval of the Attorney General or Assistant Attorney General of the State of New Hampshire, and subject to such approval to be filed and recorded in the office of the Secretary of State of the State of New Hampshire, and further to take all such other action as they may deem necessary or convenient to effectuate such agreement under the laws of the State of New Hampshire.

We further certify that the agreement of merger, a copy of which is attached hereto, is the agreement referred to in the preceding vote; and that said agreement was executed by the respective officers of the aforesaid corporations as indicated thereon.

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We further certify that the consideration for which the nominal or par value stock to be issued under the terms of the Agreement of Merger is, to the best of our knowledge, information and belief, of actual value in money at least equal to the par value of the stock proposed to be issued therefore.

Dated: February 8, 1977

Kenneth M. Grout
Kenneth M. Grout, Treasurer

Directors:

Kenneth M. Grout
Kenneth M. Grout

Merle F. Grout
Merle F. Grout

Edward H. Grout
Edward H. Grout

Richard M. Grout
Richard M. Grout

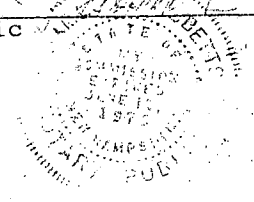
STATE OF NEW HAMPSHIRE)
COUNTY OF GRAFTON) SS:

February 8, 1977

Then personally appeared the above-named Kenneth M. Grout, Director and Treasurer, and Merle F. Grout, Edward H. Grout and Richard M. Grout, a majority of the Directors of TENDER CORPORATION, a New Hampshire corporation, and made oath that the foregoing affidavit by them subscribed is true.

Before me.

James E. [Signature]
Notary Public



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I, THE UNDERSIGNED, being the Treasurer and sole Director of TENDER CORPORATION, a Delaware corporation with its principal place of business in Littleton, County of Grafton, and State of New Hampshire, do hereby certify that pursuant to Section 228 of Title 8 of the Delaware Code of 1953, by the written consent of the sole stockholder of said corporation, dated February 8, 1977, the following resolution was adopted:

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RESOLVED: that this Corporation merge with TENDER CORPORATION, a corporation duly organized and existing under the laws of the State of New Hampshire, in accordance with the provisions of Chapter 294, Section 42, of the New Hampshire Revised Statutes Annotated, and the provisions of the General Corporation Law of the State of Delaware and enter into an agreement of merger upon such terms and conditions all as provided in said agreement, a copy of which is attached hereto and made a part of the records of this Corporation; and

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FURTHER RESOLVED: that the President of this Corporation be and he hereby is authorized and directed on behalf of said Corporation to make, execute and deliver said agreement of merger and that the treasurer and a majority of the board of directors of the Corporation be and they hereby are authorized and directed on behalf of said Corporation to cause the agreement of merger to be submitted for the approval of the Attorney General or Assistant Attorney General of the State of New Hampshire, and subject to such approval to be filed and recorded in the office of the Secretary of State of the State of New Hampshire, and further to take all such other action as they may deem necessary or convenient to effectuate such agreement under the laws of the State of New Hampshire.

I further certify that the Agreement of Merger, a copy of which is attached hereto, is the agreement referred to in the preceding vote; and that said agreement was executed by the respective officers of the aforesaid corporation as indicated thereon.

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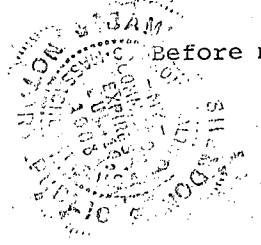
I further certify that the consideration for which the nominal or par value stock to be issued under the terms of this agreement is, to the best of my knowledge, information and belief, of actual value in money at least equal to the par value of the stock proposed to be issued therefore.

Dated: February 8, 1977

Richard J. Testa
Richard J. Testa, President,
Treasurer and Sole Director

COMMONWEALTH OF MASSACHUSETTS))
COUNTY OF SUFFOLK)) SS: February 8, 1977

Then personally appeared the above-named Richard J. Testa, President, Treasurer and Sole Director of TENDER CORPORATION, a Delaware corporation, and made oath that the foregoing affidavit by him subscribed is true.



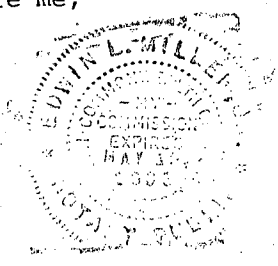
Before me,

James E. Sheldon
Notary Public

CERTIFICATE

I hereby certify that the signature appearing immediately above is the true and genuine signature of James E. Sheldon, Esq. known to me to be a Notary Public of the Commonwealth of Massachusetts.

Before me,



Edwin L. Miller
Notary Public

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I, Edwin L. Miller, Jr., Secretary of TENDER CORPORATION, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such secretary, that the Agreement of Merger to which this certificate is attached was duly adopted pursuant to section 228 of Title 8 of the Delaware Code of 1953, by the written consent of the sole stockholder holding 10 shares of the capital stock of the corporation the same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the sole stockholder of said TENDER CORPORATION, and the duly adopted agreement and act of said corporation.

WITNESS my hand on this 8th day of February, 1977.

Edwin L. Miller, Jr., Secretary

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THE ABOVE AGREEMENT OF MERGER, having been executed on behalf of TENDER CORPORATION, a Delaware corporation, and having been adopted by said corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the President of said TENDER CORPORATION, a Delaware corporation, does now hereby execute the said Agreement of Merger and the Secretary of said corporation does now hereby attest the said Agreement of Merger, as the act, deed and agreement of said corporation, on this 8th day of February, 1977.

TENDER CORPORATION
(A Delaware corporation)

By: Richard J. Testa
Richard J. Testa, President



Attest:

Edwin L. Miller, Jr.
Edwin L. Miller, Jr., Secretary

The Merger Agreement between Tender Corporation (a New Hampshire corporation) and Tender Corporation (a Delaware corporation) the surviving corporation being

..... Tender Corporation (Del.)

having been submitted to me, I have examined the same and find that it conforms to the provisions of the Business Corporation Law, and it is hereby approved.

Dated... February 22, 1977

Richard V. Wickus
Assistant Attorney General

ident

THE STATE OF NEW HAMPSHIRE

Office of the Secretary of State
Filed for record this ... 22nd ...
day of February, 19 77,
at ... 8:50 A.M. o'clock

William M. Gardner
Secretary of State